

**EXHIBIT B**

**Confirmation Hearing Notice**

Jonathan L. Hauser  
VSB No. 18688  
TROUTMAN SANDERS LLP  
222 Central Park Avenue  
Suite 2000  
Virginia Beach, Virginia 23462  
Telephone: (757) 687-7768  
Facsimile: (757) 687-1505

Richard M. Cieri (admitted *pro hac vice*)  
Christopher J. Marcus (admitted *pro hac vice*)  
Richard M. Goldman (admitted *pro hac vice*)  
KIRKLAND & ELLIS LLP  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

*Attorneys for the Debtor and  
Debtor in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

---

In re:	)	
	)	Chapter 11
	)	
BEAR ISLAND PAPER COMPANY, L.L.C., <sup>1</sup>	)	Case No. 10-31202 (DOT)
	)	
Debtor.	)	

---

**NOTICE OF THE SOLICITATION AND VOTING  
PROCEDURES, THE OBJECTION DEADLINE AND THE  
CONFIRMATION HEARING WITH RESPECT TO THE DEBTOR'S PLAN**

---

**TO ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS AND PARTIES IN  
INTEREST:**

- 1. Bankruptcy Court Approval of the Disclosure Statement and the Solicitation Procedures.** On [•], 2011, the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (this "Court") entered the *Order Approving the Debtor's Disclosure Statement and Relief Related Thereto* [Docket No. •] (the "Disclosure Statement Order") that, among other things, (a) approved the *Disclosure Statement for the Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the "Disclosure Statement"), filed in support of the Debtor's *Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. •] (as amended from time to time and including all exhibits and supplements thereto, the "Plan"), as containing adequate information, as required under section 1125(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and (b) authorized Bear Island Paper

---

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

Company, L.L.C., the debtor and debtor in possession in the above-captioned chapter 11 case (“Bear Island” or the “Debtor”) to solicit votes with regard to the acceptance or rejection of the Plan.<sup>2</sup>

2. **Record Date.** The Record Date for purposes of determining which Holders of Claims are entitled to vote on the Plan is October [5], 2011.
3. **Voting Deadline.** If you hold a Claim against the Debtor as of the Record Date and are entitled to vote to accept or reject the Plan, you have received a Ballot and Ballot Instructions appropriate for your Claim(s). To have your vote to accept or reject the Plan counted, you must follow the appropriate Ballot Instructions, complete all required information requested on the Ballot, and execute and return the completed Ballot so that it is actually received in accordance with the Ballot Instructions at the address indicated on the Ballot by 5:00 p.m. prevailing Eastern Time on November [14], 2011 (the “Voting Deadline”). Any failure to follow the Ballot Instructions included with the Ballot may disqualify your Ballot and your vote.

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

4. **Objections to the Plan.** this Court has established **November [14], 2011 at 5:00 p.m. prevailing Eastern Time**, as the last date and time for filing and serving objections to the Confirmation of the Plan (the “**Plan Objection Deadline**”). Any objection to the Plan must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Bankruptcy Rules, (c) state the name and address of the objecting party and the amount and nature of such Entity’s Claim or Equity Interest, (d) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection and (e) be filed, contemporaneously with a proof of service, with this Court and served so that it is **actually received** no later than the Plan Objection Deadline, by:

<b>KIRKLAND &amp; ELLIS LLP</b> Attn.: Christopher J. Marcus 601 Lexington Avenue New York, New York 10022  <i>Counsel to the Debtor</i>
<b>TROUTMAN SANDERS LLP</b> Attn.: Jonathan L. Hauser 222 Central Park Avenue Suite 2000 Virginia Beach, Virginia 23462  <i>Counsel to the Debtor</i>
<b>HUNTON &amp; WILLIAMS LLP</b> Attn.: Benjamin C. Ackerly Riverfront Plaza, East Tower 951 East Byrd Street Richmond, Virginia 23219  <i>Counsel to the Official Committee of Unsecured Creditors</i>
<b>OFFICE OF THE UNITED STATES TRUSTEE FOR THE EASTERN DISTRICT OF VIRGINIA</b> Attn.: Robert B. Van Arsdale 701 East Broad Street, Suite 4304 Richmond, Virginia 23219

5. **Confirmation Hearing.** A hearing to confirm the Plan (the “**Confirmation Hearing**”) shall commence on **November [22], 2011 at 2:00 p.m. prevailing Eastern Time** before the Honorable Douglas O. Tice, Jr., United States Bankruptcy Judge, located at 701 East Broad Street, Room 5100, Richmond, Virginia 23219. The Confirmation Hearing may be continued from time to time without further notice other than such adjournment announced in open court, or a notice of adjournment filed with this Court and served on the Core Group, the 2002 List and the Entities who have filed objections to the Plan, without further notice to other parties in interest. In accordance with the Plan, the Plan may be modified, if necessary, before, during or as a result of the Confirmation Hearing, without further notice to interested parties.
6. **Inquiries.** The Debtor shall serve either paper copies of, or a CD-ROM containing the Disclosure Statement and all exhibits to the Disclosure Statement, including the Plan (the “**Disclosure Statement**”), the Disclosure Statement Order and paper copies of this Notice

(the “Solicitation Package”) on the Core Group, all Entities on the 2002 List as of the Record Date, all Entities entitled to vote to accept or reject the Plan, the Internal Revenue Service, the Securities and Exchange Commission, the United States Trustee for the Eastern District of Virginia, and all counterparties to executory contracts and unexpired leases that have not been assumed or rejected as of the Record Date. Holders of Claims who are entitled to vote to accept or reject the Plan shall receive a Solicitation Package, an appropriate form of Ballot and the Solicitation Procedures. The Solicitation Package (except the Ballots) may also be obtained from: (a) the Debtor’s Voting and Claims Agent, Garden City Group, Inc. (the “Voting and Claims Agent”) (i) at its website at [www.gardencitygroup.com/cases/bip](http://www.gardencitygroup.com/cases/bip), (ii) by writing WBP Bankruptcy Administration, c/o GCG, PO Box 9550, Dublin, Ohio, 43017-4850, (iii) calling (888) 291-9927 or (iv) by emailing [wbpsolicitation@gcginc.com](mailto:wbpsolicitation@gcginc.com); or (b) from the Court’s website, for a fee via PACER, at [www.vaeb.uscourts.gov](http://www.vaeb.uscourts.gov). For Holders of Claims, the Voting and Claims Agent is available to (x) answer questions regarding the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (y) provide additional copies of all materials and (z) oversee the voting tabulation.

The clerk of the court, any other officer or employee of the Court, and the Voting and Claims Agent cannot and will not handle inquiries with respect to whether one should vote to accept or reject the Plan. Please be advised that such parties are not authorized to, and will not, provide legal advice.

7. **Temporary Allowance of Claims for Voting Purposes.** Holders of Claims that are subject to a pending objection by the Debtor as of the Record Date cannot vote on the Plan; provided, however, that if the Debtor objects to only a portion of a Claim, such Claim may be voted in the undisputed amount. Moreover, Holders of Claims cannot vote any disputed portion of its Claim unless one or more of the following has taken place at least five business days before the Voting Deadline: (a) this Court enters an order, pursuant to section 502(b) of the Bankruptcy Code, and after notice and a hearing, allowing such claim; (b) this Court enters an order, after notice and a hearing, temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a); (c) execution of a stipulation or other agreement between the Holder of such Claim and the Debtor resolving the objection and allowing such Claim in an agreed upon amount; (d) execution of a stipulation or other agreement between the Holder of such Claim and the Debtor temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or (e) the Debtor voluntarily withdraws the pending objection to such Claim (each, a “Resolution Event”). If an objection to a Disputed Claim is filed by the Debtor after the Record Date but at least 15 days before the Confirmation Hearing, the Debtor’s notice of objection shall inform such Holder of the rules applicable to Claims subject to a pending objection and the procedures for temporary allowance for voting purposes. Additionally, if the Holder of a Claim receives a Solicitation Package and the Debtor objects to such Claim after the Record Date but at least 15 days before the Confirmation Hearing, the Debtor’s notice of objection shall inform such Holder of the rules applicable to Claims subject to a pending objection and the procedures for temporary allowance for voting purposes. If the Holder of a Claim receives a Solicitation Package and the Debtor objects to such Claim less than 15 days before the Confirmation Hearing, the Claim shall be deemed temporarily allowed for voting

purposes only without further action by the Holder of such Claim and without further order of this Court.

8. **Settlement, Third-Party Release, Exculpation and Injunction Language in the Plan.** ARTICLE X OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.